



# **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(Effective April 25, 2024)



## PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Nominating and Governance Committee**”) of the Board of Directors (the “**Board**”) of Rubrik, Inc., a Delaware corporation (the “**Company**”), is to:

- assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board, from time to time;
- select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend members for each Board committee;
- oversee the Company’s corporate governance policies and practices, and develop and maintain a set of corporate governance guidelines and policies applicable to the Company; and
- oversee the evaluation of the Board and its several committees.

## COMPOSITION

1. **Membership and Appointment.** The Nominating and Governance Committee shall consist of at least two (2) members of the Board, with the exact number determined by the Board. Members of the Nominating and Governance Committee will be appointed by the Board and may be removed by the Board in its discretion. Vacancies occurring on the Nominating and Governance Committee shall be filled by the Board.
2. **Qualifications.** The members of the Nominating and Governance Committee must meet the independence requirements of the listing standards of the securities exchange on which the Company’s securities are listed (the “**Exchange**”), except as may otherwise be permitted by the rules of the Exchange and subject to any applicable exemptions and transition provisions, and such other qualifications as may be established by the Board from time to time.
3. **Chairperson.** The Board may designate a chairperson of the Nominating and Governance Committee. In the absence of that designation, the Nominating and Governance Committee may designate a chairperson by majority vote of the members of the Nominating and Governance Committee; provided that, the Board may replace any chairperson designated by the Nominating and Governance Committee at any time.

## RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating and Governance Committee. The Nominating and Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. **Board Composition, Evaluation and Nominating Activities.** The Nominating and Governance Committee will:

- periodically determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”);
- monitor and evaluate the current size, composition, organization and governance of the Board and its committees, determine future requirements, and make recommendations to the Board for approval consistent with the then applicable Director Criteria;
- search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the then applicable Director Criteria;
- review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws;
- evaluate the performance of individual members of the Board eligible for re-election to determine whether each such director will be nominated for re-election, and recommend for the selection by the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected;
- consider the Board’s leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Nominating and Governance Committee deems appropriate;
- develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board;
- evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons; and
- evaluate the “independence” of directors and director nominees against the independence requirements of the Exchange, the applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

2. **Board Committees.** The Nominating and Governance Committee will:

- periodically review the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees;
- evaluate the “independence” of the members of each committee of the Board against the independence requirements of the Exchange or any other stock exchange on which any class of the Company’s common stock is listed, the applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws, including any enhanced independence, financial literacy and financial expertise standards that may be required under law or the rules of the Exchange or such other applicable exchange; and
- recommend to the Board persons to be members and chairpersons of the various committees.

3. **Corporate Governance.** The Nominating and Governance Committee will:

- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- periodically review the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration;
- review policies as requested by the Company's management, and recommend material
- revisions to the Board or management for approval;
- oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws;
- develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of this annual evaluation;
- evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards of the Exchange;
- review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters;
- review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal;
- periodically consider procedures for stockholder communications with members of the Board; and
- review and discuss with management the disclosure regarding the operations of the Nominating and Governance Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

4. **Conflicts of Interest.** The Nominating and Governance Committee will:

- review and monitor compliance with the Company's Code of Conduct and approve any changes deemed appropriate;
- consider questions of possible conflicts of interest of Board members and of corporate officers; and
- review actual and potential conflicts of interest of Board members and corporate officers, other than transactions with related persons reviewed by the Audit Committee of the Board, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

5. **Delegation.** When appropriate and permissible under legal or regulatory requirements, the Nominating and Governance Committee may delegate authority to one or more directors or authorized officers of the Company, who need not be members of the Nominating and Governance Committee. The Nominating and Governance Committee will not delegate any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Governance Committee as a whole.

6. **Committee Charter Review.** The Nominating and Governance Committee will review and reassess the adequacy of this charter at least annually and will submit any recommended changes to this charter to the Board for approval.
7. **Performance Review.** The Nominating and Governance Committee will review and assess the performance of the Nominating and Governance Committee on an annual basis.
8. **Insurance Coverage.** The Nominating and Governance Committee will review and recommend to the Board appropriate insurance coverage for the Company's directors and officers.
9. **Environmental, Social and Sustainability Matters.** The Nominating and Governance Committee will review and consider environmental, social responsibility and sustainability matters as it determines appropriate and make recommendations to the Board regarding, or take action with respect to, such matters.

## MEETINGS AND PROCEDURES

### 1. Meetings.

- The Nominating and Governance Committee will meet as often as it deems necessary or appropriate, but no less than two (2) times per year, at such times and places as the Nominating and Governance Committee determines. The chairperson of the Nominating and Governance Committee will preside at each meeting. The chairperson will approve the agenda for the Nominating and Governance Committee's meetings, and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Nominating and Governance Committee members present. The Nominating and Governance Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws. A quorum of the Nominating and Governance Committee for the transaction of business will be a majority of its members.
  - The chairperson will designate a secretary for each meeting, who need not be a member of the Nominating and Governance Committee. The Nominating and Governance Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board.
  - The Nominating and Governance Committee may invite to its meetings any the Company director, officer or employee and such other persons as it deems appropriate in order to carry out its responsibilities. The Nominating and Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
2. **Reporting to the Board of Directors.** The Nominating and Governance Committee will report regularly to the Board regarding its activities, determinations and recommendations.
  3. **Authority to Retain Advisors.** The Nominating and Governance Committee will have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and such other advisors (each, an "Advisor") to assist with the execution of its duties and responsibilities as set forth in this charter. The Nominating and Governance Committee will set the compensation and oversee the work of any such Advisors. The Company will provide appropriate funding, as determined by the Nominating and Governance Committee, to pay any such Advisors hired by the Nominating and Governance Committee

and any administrative expenses of the Nominating and Governance Committee that the Nominating and Governance Committee determines are necessary or appropriate in carrying out its activities. In selecting any such Advisors, the Nominating and Governance Committee will take into account factors that may be required by applicable law or listing standards or that it otherwise considers appropriate.

4. **Access to the Company's Resources.** Each member of the Nominating and Governance Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Nominating and Governance Committee to discharge such member's responsibilities hereunder.
5. **Authority to Form Subcommittees.** The Nominating and Governance Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Nominating and Governance Committee does not surrender any authority over that issue. Although the Nominating and Governance Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee will be presented to the full Nominating and Governance Committee at its next scheduled meeting or as soon thereafter as practicable.

The approval of this charter by the Board shall be construed as a delegation of authority to the Nominating and Governance Committee with respect to the responsibilities set forth herein.

6. **Compensation.** Members of the Nominating and Governance Committee will receive such fees or other compensation, if any, for their service as committee members as may be determined by the Board in its sole discretion.
7. **Duly Authorized Actions.** Any actions taken by the Nominating and Governance Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth in this charter will be nonetheless duly authorized actions of the Nominating and Governance Committee for all corporate purposes, except to the extent required by law or determined necessary by the Nominating and Governance Committee to satisfy regulatory or listing standards.
8. **Publication.** The Company will make this charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.

